Mint

MINT PAYMENTS LIMITED
ABN: 51 122 043 029

HALF-YEAR FINANCIAL REPORT
31 DECEMBER 2022

1. Reporting period

The current reporting period is the period ended 31 December 2022 and the previous corresponding period is the period ended 31 December 2021.

2. Results

			Half-year ended 31 Dec 2022
Recurring revenue from contracts with customers	Up	102%	$6,780,530
Revenue from ordinary activities	Up	109%	$7,903,834
Normalised net loss from operations	Up	31%	($1,154,089)
Net loss attributable to members	Down	8%	($1,748,221)

Commentary

Further commentary on the results for the half-year can be found in the 'review of operations' section of the Directors' Report in the half-year financial report.

Dividends

No interim dividends have been paid or provided for during the period or the prior financial period by the Parent Entity.

Earnings/(loss) per share

	Half-year ended 31 Dec 2022	Half-year ended 31 Dec 2021
Basic earnings/(loss) per share (cents)	(0.10)	(0.15)
Diluted earnings/(loss) per share (cents)	(0.10)	(0.15)

3. Net tangible assets per share

	31 Dec 2022	31 Dec 2021
Net tangible assets per share (cents)	(0.66)	(0.15)

4. Audit qualification or review

The half-year financial report has been subject to review and the independent auditor's review report is attached as part of the financial report.

5. Attachments

The financial report of Mint Payments Limited for the half-year ended 31 December 2022 is attached. The half-year financial report should be read in conjunction with the most recent annual financial report.

The remainder of the information requiring disclosure is contained in the attached half-year financial report.

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ABN: 51 122 043 029

HALF-YEAR FINANCIAL REPORT
31 DECEMBER 2022

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The half-year financial report does not include all the notes of the type normally included in an annual financial report. Accordingly, this report is to be read in conjunction with the annual financial report for the year ended 30 June 2022 and any announcements made by Mint Payments Limited on mintpayments.com during the half-year reporting period in accordance with the continuous disclosure requirements of the *Corporations Act 2001*.

The Directors of Mint Payments Limited present their report on the consolidated entity consisting of Mint Payments Limited and the entities it controlled ("the Group" or "Mint Payments") at the end of, or during, the half-year ended 31 December 2022.

DIRECTORS

The names of the Directors of Mint Payments Limited during the half-year and until the date of this report are:

<u>Non-Executive</u>

Terry Cuthbertson
William Bartee
Anne Weatherston

<u>Executive</u>

Alex Teoh (Group Chief Executive Officer)

All Directors were in office for the entire period unless otherwise stated.

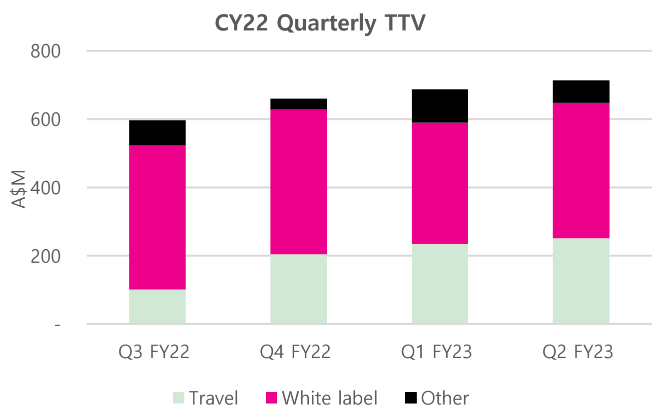
PRINCIPAL ACTIVITIES

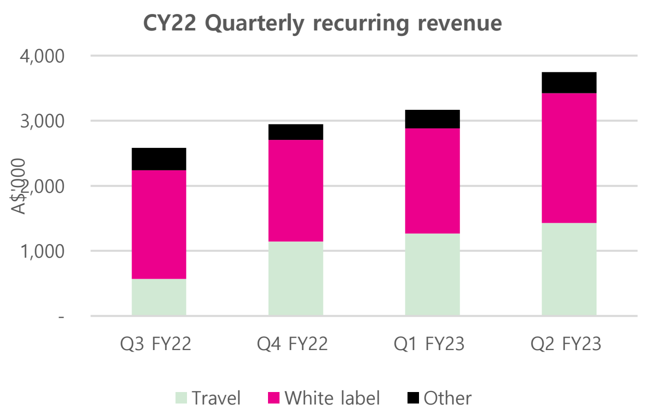
The principal activities of the consolidated entity during the half year under review were innovative end-to-end payments and technology solutions for customers. Mint Payment utilises bank grade enabled technology and infrastructure on various POS, mobile, tablet devices and online interfaces, integrated into business processes, to facilitate payments across multiple markets and channels. Mint focuses on user experience acting as a payment orchestration layer to deliver a full-service payments workflow ecosystem, to help companies and their customers to transact in more rewarding ways.

RESULTS AND REVIEW OF OPERATIONS

Key financial results and highlights for the half-year ended 31 December 2022 were:

- HY23 recurring revenue was $6,780,530 an increase of 102% from the prior financial half year, driven by HY23 TTV of $1.4 billion, an increase of 99% from the prior financial half-year. Monthly TTV and revenue significantly higher than pre COVID-19 levels, driven by the IPG acquisition, new verticals, migration of Mint gateway merchants across to full-service MSF offering on the platform and general lift from existing travel merchants' transaction volumes. Revenue for the half year was more than double the prior financial half year, with revenue from travel and TTV for the half year higher than the full twelve months of FY22, driven by a continued increase in travel volumes and an increase in Mint's white label segment (from the IPG acquisition) off the back of higher volumes due to additional functionality and capability developed by Mint.





- Mint has generated significant growth since February 2022, driven by the travel recovery from COVID-19 with the opening of domestic and international borders. This has resulted in Q2 FY23 recurring revenue of $3.7m (up from $3.2m in Q1 and $2.9m in Q4 FY22), resulting in $15m annualised recurring revenue for the Group.

- Mint's white label gateway (acquired as part of the IPG merger in 2021) continues to perform strongly as a core revenue stream for Mint, with over 10% month-on-month growth since July 2022. White label gateway is forecast to continue its stable and reliable revenue and earnings contribution to the Group, while benefiting from the realization of cost savings and synergies.

- In October 2022, Mint announced the expansion of its new B2B payments solution, MintEFT, offering for the New Zealand market by the end of 2022. The release of MintEFT in the New Zealand market will see Mint's existing offering expand from card present and virtual C2B options to include a solution for B2B supplier payments.

- Mint has invested in resourcing through operating cash flows to facilitate growth and support Mint's strategic objectives, in particular the launch of new supplier payment products.

- Additionally, during the half financial year, Mint unlocked further synergies from the IPG acquisition, through its migration of its payments platform into a single AWS environment. This has already enabled cost synergies and benefits to merchants by utilising the excellent capabilities across both platforms. By integrating the two platforms, this will enable Mint to more easily build new products and services that will enhance its end-to-end payments ecosystem during 2023.

- Reported loss from ordinary activities was $1,748,221, which was 8% better from the previous corresponding year. Mint generated positive reported EBITDA of $422,406, before factoring in management's pro forma adjustments for one-off and non-operating costs. Despite positive EBITDA for the year, the Company had a significant number of non-cash and non-operating expenses, which led to a reported loss for the financial year. Key items below EBITDA include employee share scheme, amortisation relating to the IPG acquisition, fair value adjustments on financial instruments and deferred consideration, interest on debt facilities and acquisition costs for the IPG acquisition. The table below provides a reconciliation between reported loss and reported EBITDA:

Line item	**$**
Reported loss	**(1,748,221)**
Add back:	
Amortisation and depreciation	1,060,827
Interest expense	515,668
Employee share scheme	395,054
Fair value losses	119,435
Acquisition costs	79,643
Reported EBITDA	**422,406**

DIVIDENDS

No dividends were declared or paid since the start of the financial half-year. No recommendation for payment of dividends has been made.

SIGNIFICANT EVENTS AFTER BALANCE DATE

There has not been any other matter or circumstance occurring subsequent to the end of the financial year that has significantly affected, or may significantly affect the Consolidated Entity's operations, results of those operations or the state of affairs in future financial years.

ROUNDING OF AMOUNTS

In accordance with ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191, the amounts in the directors' report and in the financial report have been rounded to the nearest dollar.

AUDITOR'S INDEPENDENCE DECLARATION

A copy of the auditor's independence declaration as required under section 307C of the Corporations Act 2001 is set out on page 6 and forms part of this half-year financial report.

Signed in accordance with a resolution of the Directors.

Alex Teoh
Group Chief Executive Officer and Managing Director

Sydney, 28 March 2023

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MINT PAYMENTS LIMITED

**AUDITOR'S INDEPENDENCE DECLARATION
TO THE DIRECTORS OF MINT PAYMENTS LIMITED**

In relation to the independent auditor's review for the half-year ended 31 December 2022, to the best of my knowledge and belief there have been:

(i) no contraventions of the auditor independence requirements of the *Corporations Act 2001*; and

(ii) no contraventions of APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)*.

This declaration is in respect of Mint Payments Limited and the entities it controlled during the period.

Mark Godlewski

MARK GODLEWSKI

Partner

Pitcher Partners

PITCHER PARTNERS

Sydney

28 March 2023

MINT PAYMENTS LIMITED

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE HALF-YEAR ENDED 31 DECEMBER 2022

	Notes	Half-year ended 31 Dec 2022 $	Half-year ended 31 Dec 2021 $
Continuing operations			
Revenue and other income	**3**	7,903,834	3,777,469
Network and service delivery		(2,736,517)	(908,567)
Purchases & changes in inventories of finished goods		-	(1,157)
Employee benefit expense		(3,037,422)	(1,881,240)
Share payments & option expenses		(395,054)	-
Depreciation and amortization expense		(1,060,827)	(496,787)
Finance costs		(579,345)	(371,626)
Professional fees		(399,233)	(242,893)
Administration, property & communication expenses		(802,808)	(439,073)
Selling expense		(217,323)	(37,850)
Other expenses		(224,448)	(281,672)
Loss from operations before tax		**(1,549,143)**	**(883,396)**
Deferred purchase unwinding expense		(119,435)	-
Acquisition costs		(79,643)	(1,024,453)
Loss before income tax		**(1,748,221)**	**(1,907,849)**
Income tax expense		-	-
Net loss for the period		**(1,748,221)**	**(1,907,849)**
Other comprehensive Income			
Items that may be reclassified subsequently to profit & loss			
Foreign currency translation gain / (loss)		10,669	(4,857)
Total comprehensive loss for the period		**(1,737,552)**	**(1,912,706)**
Total comprehensive loss attributable to:			
Equity shareholders		(1,737,552)	(1,912,706)
Net loss attributable to:			
Equity shareholders		(1,748,221)	(1,907,849)
Earnings/(loss) per share to equity shareholders			
Basic earnings/(loss) per share (cents)	**8**	(0.10)	(0.15)
Diluted earnings/(loss) per share (cents)	**8**	(0.10)	(0.15)

The accompanying notes form part of these financial statements.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AS AT 31 DECEMBER 2022

	Notes	As at 31 Dec 2022 $	As at 30 Jun 2022 $
Assets			
Current assets			
Cash and cash equivalents	4	2,739,369	1,586,001
Trade and other receivables		2,819,095	5,250,654
Inventories		472,243	196,449
Other financial assets	4	1,251,704	367,884
Total current assets		**7,282,411**	**7,400,988**
Non-current assets			
Plant and equipment		193,157	235,806
Intangibles		7,120,125	7,990,609
Goodwill	5	2,012,965	2,012,965
Restricted cash		-	1,000,000
Total non-current assets		**9,326,247**	**11,239,380**
Total assets		**16,608,658**	**18,640,368**
Liabilities			
Current liabilities			
Payables		1,583,556	1,274,877
Unearned revenue		2,500	1,750
Provisions		572,336	477,710
Short term borrowings		8,500,000	8,500,000
Other Creditors - current	6	4,675,446	1,730,797
Total current liabilities		**15,333,838**	**11,985,134**
Non-current liabilities			
Provisions		37,298	-
Long term borrowings		3,650,000	3,650,000
Other Creditors – non-current	6	-	4,075,214
Total non-current liabilities		**3,687,298**	**7,725,214**
Total liabilities		**19,021,136**	**19,710,348**
Net assets		**(2,412,478)**	**(1,069,980)**
Equity			
Contributed equity	7	63,370,276	63,370,276
Reserves		3,002,755	2,597,032
Accumulated losses		(68,785,509)	(67,037,288)
Total equity		**(2,412,478)**	**(1,069,980)**

The accompanying notes form part of these financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE HALF-YEAR ENDED 31 DECEMBER 2022

	Note	Half-year ended 31 Dec 2022 $	Half-year ended 31 Dec 2021 $
Cashflows from operating activities			
Receipts from customers		7,147,313	3,099,632
Operating grant receipts		1,006,359	686,489
Payments to suppliers and employees		(7,637,750)	(5,431,662)
Interest and other similar items received		4,397	407
Interest and other cost of finance paid		(497,656)	(258,834)
Net cash provided by (used in) operating activities		**22,663**	**(1,903,968)**
Cashflows from investing activities			
Payments for plant and equipment		(46,372)	(9,867)
Payments for capitalised IT development		(185,900)	-
Payments for acquisition of businesses		(1,250,000)	(7,250,100)
Payments for acquisition costs		-	(1,024,453)
Net cash used in investing activities		**(1,482,272)**	**(8,284,420)**
Cashflows from financing activities			
Proceeds from issue of convertible notes		-	3,000,000
Proceeds from issue of shares		2,585,000	7,390,000
Share buyback		-	-
Share issuance costs		(68,200)	(18,414)
Receipt/ (Payment) for other financial assets		96,176	(2,765)
Net cash provided by financing activities		**2,612,976**	**10,368,821**
Net increase/ (decrease) in cash and cash equivalents		**1,153,368**	**180,433**
Cash and cash equivalents at the beginning of the half-year		1,586,001	2,373,104
Cash at end of the half-year	**4**	**2,739,369**	**2,553,537**

The accompanying notes form part of these financial statements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE HALF-YEAR ENDED 31 DECEMBER 2022

	Share capital $	Share based payment reserve $	Foreign exchange reserve $	Accumulated losses $	Total $
Balance at 1 July 2021	**52,665,148**	**2,437,532**	**8,091**	**(62,897,927)**	**(7,787,156)**
Loss for the half-year	**-**	**-**	**-**	**(1,907,849)**	**(1,907,849)**
Other comprehensive income for the half-year	**-**	**-**	**(4,857)**	**-**	**(4,857)**
Total comprehensive loss for the half-year	**-**	**-**	**(4,857)**	**(1,907,849)**	**(1,912,706)**
Issue of ordinary shares	7,390,002	-	-	-	**7,390,002**
Share buyback	-	-	-	-	**-**
Share issue costs	-	-	-	-	**-**
Balance at 31 Dec 2021	**60,055,150**	**2,437,532**	**3,234**	**(64,805,776)**	**(2,309,860)**

	Share capital $	Share based payment reserve $	Foreign exchange reserve $	Accumulated losses $	Total $
Balance at 1 July 2022	**63,370,276**	**2,437,532**	**159,500**	**(67,037,288)**	**(1,069,980)**
Loss for the half-year	**-**	**-**	**-**	**(1,748,221)**	**(1,748,221)**
Other comprehensive income for the half-year	**-**	**-**	**10,669**	**-**	**10,669**
Total comprehensive loss for the half-year	**-**	**-**	**10,669**	**(1,748,221)**	**(1,737,552)**
Employee performance rights	**-**	**395,054**	**-**	**-**	**395,054**
Share buyback	**-**	**-**	**-**	**-**	**-**
Share issue costs	**-**	**-**	**-**	**-**	**-**
Balance at 31 Dec 2022	**63,370,276**	**2,832,586**	**170,169**	**(68,785,509)**	**(2,412,478)**

The accompanying notes form part of these financial statements.

1. Summary of significant accounting policies

Basis of preparation

The condensed financial report is a general-purpose financial report, which has been prepared in accordance with the requirements of the *Corporations Act 2001* and Australian Accounting Standards AASB 134 *Interim Financial Reporting*. The financial report has also been prepared on a historical cost basis.

The half-year financial report does not include all the notes of the type normally included with the annual report. As a result, it should be read in conjunction with the 30 June 2022 annual financial report of Mint Payments Limited, together with any announcements made by Mint Payments Limited on mintpayments.com during the interim reporting period in accordance with the continuous disclosure requirements of the *Corporations Act 2001*.

Statement of compliance

Compliance with AASB 134, as appropriate for for-profit entities, ensures compliance with Australian Accounting Standards (AAS) and International Financial Reporting Standards (IFRS).

Business combinations

The acquisition method of accounting is used to account for business combinations regardless of whether equity instruments or other assets are acquired.

The consideration transferred is the sum of the acquisition-date fair values of the assets transferred, equity instruments issued or liabilities incurred by the former owners of the entity being acquired and the amount of any non-controlling interest in the entity being acquired. For each business combination, the non-controlling interest being acquired is measured at either fair value or at the proportionate share of the acquiree's identifiable net assets. All acquisition costs are expensed as incurred to profit or loss.

On the acquisition of a business, the consolidated entity assesses the financial assets acquired and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic conditions, the consolidated entity's operating or accounting policies and other pertinent conditions in existence at the acquisition-date.

Where the business combination is achieved in stages, the consolidated entity remeasures its previously held equity interest in the business being acquired at the acquisition-date fair value and the difference between the fair value and the previous carrying amount is recognised in profit or loss.

Contingent consideration to be transferred is initially recognised at the acquisition-date fair value. Subsequent changes in the fair value of the contingent consideration classified as an asset or liability is recognised in profit or loss. Contingent consideration classified as equity is not remeasured and its subsequent settlement is accounted for within equity.

The difference between the acquisition-date fair value of assets acquired, liabilities assumed and any non-controlling interest and the fair value of the consideration transferred (and the fair value of any pre-existing investment in the business being acquired) is recognised as goodwill. If the consideration transferred and the pre-existing fair value is less than the fair value of the identifiable net assets acquired, being a bargain purchase to the acquirer, the difference is recognised as a gain directly in profit or loss by the acquirer on the acquisition-date, but only after a reassessment of the identification and measurement of the net assets acquired, the non-controlling interest in the acquiree, if any, the consideration transferred and the acquirer's previously held equity interest in the acquirer.

1. Summary of significant accounting policies (Continued)

Intangible assets – Goodwill

Goodwill arises on the acquisition of a business. Goodwill is not amortised. Instead, goodwill is tested annually for impairment, or more frequently if events or changes in circumstances indicate that it might be impaired and is carried at cost less accumulated impairment losses. Impairment losses on goodwill are taken to profit or loss and are not subsequently reversed.

Rounding amounts

In accordance with ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191, the amounts in the directors' report and in the financial report have been rounded to the nearest dollar.

Going concern

The financial report has been prepared on a going concern basis, which contemplates the continuity of normal business activity and the realisation of assets and the settlement of liabilities in the normal course of business.

The Group incurred a net loss of $1,748,221 and a net cash inflow from of operations of $22,663 for the half-year ended 31 December 2022. As at 31 December 2022, the Group had cash assets of $2,739,369, $1,000,000 in a restricted in use deposit, current assets of $7,282,411 and current liabilities of $15,333,838.

The financial report has been prepared on a going concern basis which the Directors consider to be appropriate based upon the forecast for the next 12 months. These forecasts are based on projected margins from contracted and new customers and available funding from the Group's finance facilities ($3,000,000 undrawn as at 31 December 2022 and continued support of its financiers).

2. Segment information

The consolidated entity operates predominantly in three geographical segments – ANZ (Australia, New Zealand), Europe (Cyprus, the United Kingdom) and Asia (Hong Kong, Singapore).

Half-year ended 31 Dec 2022	ANZ $	Europe $	Asia $	Consolidated $
Revenue				
Recurring sales revenues	3,131,216	3,610,388	407,467	**7,149,071**
Interest income	4,314	-	449	**4,763**
Other income	750,000			**750,000**
Total Revenue	**3,885,530**	**3,610,388**	**407,916**	**7,903,834**
Operating expenses	(8,465,517)	(144,049)	(843,411)	**(9,452,977)**
Loss on impairment	(119,435)	-	-	**(119,435)**
Acquisition costs	(79,643)	-	-	**(79,643)**
Profit/ (loss) before income tax expense	**(4,779,065)**	**3,466,339**	**(435,495)**	**(1,748,221)**
Income tax expense	**-**	**-**	**-**	**-**
Profit/ (loss) after income tax expense	**(4,779,065)**	**3,466,339**	**(435,495)**	**(1,748,221)**

2. Segment information (Continued)

Half-year ended 31 Dec 2021	ANZ $	Europe $	Asia $	Consolidated $
Revenue				
Recurring sales revenues	982,402	2,153,026	240,192	**3,375,620**
Interest income	353	-	9	**362**
Other income	401,487	-	-	**401,487**
Total Revenue	**1,384,242**	**2,153,026**	**240,201**	**3,777,469**
Operating expenses	(3,524,134)	(495,848)	(640,883)	**(4,660,865)**
Acquisition costs	(1,024,453)	-	-	**(1,024,453)**
Profit/ (loss) before income tax expense	**(3,164,345)**	**1,657,178**	**(400,682)**	**(1,907,849)**
Income tax expense	**-**	**-**	**-**	**-**
Profit/ (loss) after income tax expense	**(3,164,345)**	**1,657,178**	**(400,682)**	**(1,907,849)**

3. Revenue and other income

	Half-year ended 31 Dec 2022 $	Half-year ended 31 Dec 2021 $
Sales Revenue		
Revenue from sales of goods [(a)]	-	-
Revenue from services [(b)]	368,541	26,357
Recurring revenues [(a)]	6,780,530	3,349,263
	7,149,071	3,375,620
Other Income		
R&D grant income	750,000	200,000
Job-keeper payments	-	201,487
Interest income	4,763	362
Total revenue and other income	**7,903,834**	**3,777,469**

(a) Revenue is recognised at a specific point in time.
(b) Revenue is recognised over time.

4. Cash and cash equivalents

	Note	Half-year ended 31 Dec 2022	Half-year ended 31 Dec 2021
		$	$
Cash on bank	(i)	2,739,369	2,553,537
Restricted Cash	(ii)	1,000,000	1,000,000
Security Deposits	(iii)	251,704	377,524
		3,991,073	**3,931,061**

(i) Cash and cash equivalents held at the end of the half financial year 2023.

(ii) Restricted cash $1,000,000 is kept in an escrow cash account on the request of the IPG Vendors, which is in place per the share sale agreement for the IPG acquisition.

(iii) Security deposits are in relation to the Group's obligations for its Offices. Security deposits are measured at amortised cost.

5. Business combinations

On 1st September 2021, Mint acquired 100% of the ordinary shares of IPG Group ("IPG") for a total purchase value of $13,000,100 on an undiscounted basis. Per the share sale agreement, the purchase consideration comprises $9,000,100 initial cash consideration, $2,500,000 escrowed securities as share consideration and $1,500,000 of deferred cash consideration. The initial consideration is payable under five separate tranches within 24 months post completion, the share consideration is subject to the Voluntary Escrow Deed with buyback option for 2 year period post completion and the deferred consideration is payable at the end of the 24 month period.

As of the date of the report, the initial three tranches amounting to $8,000,000 have already been paid, while the fourth tranche and the fifth tranches of $500,000 will become due at 18 months and 24 months post completion respectively.

The total intangible assets acquired on purchase of IPG is $12,245,965. It represents the expected synergies from hosting costs, PCI costs, employee costs, software subscription, property costs and some general administration and operation costs. IPG contributed total revenue of $3,995,966 and profit of $2,168,741 to the consolidated entity for the period from 1 July 2022 to 31 December 2022. Details of IPG's assets, liabilities and estimated goodwill acquired on acquisition are further detailed as follows:

	Fair Value
	$
Cash and cash equivalents	1,482,423
Trade and other receivables	540,829
Other assets	18,940
Plant and equipment	78,083
Trade and other payables	(36,873)
Employee benefits	(85,979)
Loans – current	(160,466)
Loans – non current	(1,321,957)
Net assets acquired	515,000
IT Development and other intangibles	9,718,000
Expected goodwill on acquisition	2,012,965
Acquisition-date fair value of the total consideration payable	**12,245,965**
Fair value discount of the deferred consideration	754,135
Total consideration payable per contract	**13,000,100**

5. Business combinations (Continued)

	Consideration$
Represented by:	
Cash consideration paid (tranche 1)	6,250,100
Shares issued (tranche 1)	2,500,000
Expected cash consideration payable (tranche 2)	500,000
Expected cash consideration payable (tranche 3)	1,250,000
Expected cash consideration payable (tranche 4)	500,000
Expected cash consideration payable (tranche 5)	500,000
Expected deferral consideration payable	1,500,000
	13,000,100
Net cash consideration paid to acquire the company	**6,250,100**
Bank guarantee	**1,000,000**
Acquisition-date fair value of the total cash consideration transferred in the period	**7,250,100**
Less: cash and cash equivalents acquired	**(1,482,423)**
Net cash used	**5,767,677**

The fair value of trade and other receivables is $540,829 and includes trade receivables with a fair value of $2,382. The gross contractual amount for trade receivables due is $2,382, of which $Nil is expected to be uncollectible.

6. Other Creditors

	Note	Half-year ended 31 Dec 2022 $	Financial year ended 30 June 2022 $
CURRENT			
Deferred consideration – current	(i)	4,675,446	1,730,797
		4,675,446	**1,730,797**
NON-CURRENT			
Deferred consideration – non-current	(i)	-	4,075,214
		-	**4,075,214**
		4,675,446	**5,806,011**

(i) Deferred consideration relates to IPG acquisition, including:

(a) cash consideration that is 100% payable but paid in tranches over the 2 years from acquisition.

(b) contingent consideration that is dependent on acquired business revenue over the 2 years and to be payable 2 years from acquisition; and

(c) escrow security which are subject to a buyback if the major business of acquired entity is terminated within 24 months post acquisition.

The deferred consideration, as per share sale agreement, has been discounted each tranche and period based on discount rate.

7. Contributed equity

	31 Dec 2022 No.	30 Jun 2022 No.
(a) Issued and paid-up capital		
Ordinary Shares	1,761,569,075	1,761,569,075
	1,761,569,075	**1,761,569,075**

(b) Movements in shares on issue		Half-year ended 31 Dec 2022	Half-year ended 31 Dec 2022
	Date	**No. of Shares**	**$**
Beginning of the financial half-year	**1-Jul-22**	**1,761,569,075**	**63,370,276**
Closing Balance	**31-Dec-22**	**1,761,569,075**	**63,370,276**

8. Earnings/(loss) per share

	Half-year ended 31 Dec 2022 $	Half-year ended 31 Dec 2021 $
The following reflects the income and share data used in the calculation of basic and diluted earnings/(loss) per share:		
Net Loss attributed to equity shareholders	(1,748,221)	(1,907,849)
Loss used in calculating basic and diluted earnings/(loss) per share	**(1,748,221)**	**(1,907,849)**
	Number of shares	**Number of shares**
Weighted average number of ordinary shares used in calculating basic earnings/(loss) per share	1,761,569,075	1,247,587,801
Effect to dilutive securities:		
Employee Performance Rights	8,770,975	-
Adjusted Weighted average number of ordinary shares used in calculating basic earnings/(loss) per share	**1,770,340,050**	**1,247,587,801**
Basic earnings/(loss) per share to equity shareholders	(0.10 cents)	(0.15 cents)
Diluted earnings/(loss) per share to equity shareholders	(0.10 cents)	(0.15 cents)

9. Dividends

No dividend was paid, recommended for payment nor declared during the period under review.

10. Contingent liabilities

There has been no change in contingent liabilities since the last annual reporting date.

11. Subsequent events

There has not been any other matter or circumstance occurring subsequent to the end of the financial period that has significantly affected, or may significantly affect the Consolidated Entity's operations, results of those operations or the state of affairs in future financial years.

Mint Payments Limited is an unlisted public company, incorporated and operating in Australia.

Registered Office	**Principal place of business**
Suite 1, Level 8, 10 Bridge Street Sydney, NSW 2000 Australia	Suite 1, Level 8, 10 Bridge Street Sydney, NSW 2000 Australia

Directors' declaration

In the Directors' opinion:

(a) the financial statements and notes of the Consolidated Entity are in accordance with the *Corporations Act 2001*, including:

(i) giving a true and fair view of the Consolidated Entity's financial position for the half-year ended 31 December 2022 and of its performance for the period ended on that date; and

(ii) compliance with Accounting Standards and *Corporations Regulations 2001*; and

(b) there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

This declaration is made in accordance with a resolution of the Directors.

ALEX TEOH
Group Chief Executive Officer and Managing Director
Sydney, New South Wales

28 March 2023

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Independent Auditor's Review Report
To The Members Of Mint Payments Limited
Report On The Half-Year Financial Report

Conclusion

We have reviewed the half-year financial report of Mint Payments Limited (the 'Company') and its controlled entities ('the Group'), which comprises the consolidated statement of financial position as at 31 December 2022, the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the half-year ended on that date, a summary of significant accounting policies and other explanatory information, and the directors' declaration.

Based on our review, which is not an audit, we have not become aware of any matter that makes us believe that the accompanying half-year financial report of Mint Payments Limited does not comply with the *Corporations Act 2001* including:

(a) giving a true and fair view of the Group's financial position as at 31 December 2022 and of its performance for the half-year ended on that date; and

(b) complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*.

Basis for Conclusion

We conducted our review in accordance with ASRE 2410 *Review of a Financial Report Performed by the Independent Auditor of the Entity*. Our responsibilities are further described in the *Auditor's Responsibilities for the Review of the Financial Report* section of our report. We are independent of the Company in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)* (the 'Code') that are relevant to our audit of the annual financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We confirm that the independence declaration required by the *Corporations Act 2001* which has been given to the directors of the Company, would be in the same terms if given to the directors as at the time of this auditor's review report.

Responsibility of the Directors for the Financial Report

The directors of the Company are responsible for the preparation of the half-year financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the half-year financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

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Auditor's Responsibility for the Review of the Financial Report

Our responsibility is to express a conclusion on the half-year financial report based on our review. ASRE 2410 requires us to conclude whether we have become aware of any matter that makes us believe that the half-year financial report is not in accordance with the *Corporations Act 2001* including giving a true and fair view of the Group's financial position as at 31 December 2022 and its performance for the half-year ended on that date, and complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*.

A review of a half-year financial report consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Mark Godlewski

MARK GODLEWSKI

Partner

28 March 2023

Pitcher Partners

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Sydney